

GOLDEN STAR RESOURCES LTD

Form 8-K

February 11, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 10, 2003**

**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

**CANADA**  
(State or other jurisdiction of  
incorporation or organization)

**1-12284**  
(Commission  
File Number)

**98-0101955**  
(I.R.S. Employer Identification  
Number)

**10579 Bradford Road, Suite 103**  
**Littleton, Colorado**  
(Address of principal executive offices)

**80127-4247**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 830-9000**

**No Change**  
(Former name or former address, if changed since last report)

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-1.1 Underwriting Agreement

EX-1.2 U.S. Agency Agreement

EX-23.1 Consent of Stikeman Elliott LLP

EX-23.2 Consent of Field Atkinson Perraton LLP

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**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

*(a) Financial statements by businesses acquired.*

Not Applicable.

*(b) Pro forma financial information.*

Not Applicable.

*(c) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated February 10, 2003 among Golden Star Resources Ltd, Canaccord Capital Corporation and BMO Nesbitt Burns Inc.
1.2	U.S. Agency Agreement dated February 10, 2003 among Golden Star Resources Ltd., Canaccord Capital Corporation (USA) Inc. and BMO Nesbitt Burns Corp.
23.1	Consent of Stikeman Elliott LLP
23.2	Consent of Field Atkinson Perraton LLP

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 10, 2003

**Golden Star Resources Ltd.**

By: /s/ Allan J. Marter

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Allan J. Marter  
Senior Vice President and Chief Financial  
Officer

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